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*Proposed Counsel for Official
Committee of Tort Claimants*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG& E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**DECLARATION OF
CATHERINE E. WOLTERING IN
SUPPORT OF EX PARTE
APPLICATION OF THE OFFICIAL
COMMITTEE OF TORT CLAIMANTS
PURSUANT TO B.L.R. 9013-1(c) FOR
ENTRY OF AN ORDER AUTHORIZING
OVERSIZE BRIEFING FOR
OPPOSITION OF THE OFFICIAL
COMMITTEE OF TORT CLAIMANTS
TO MOTION OF DEBTORS PURSUANT
TO 11 U.S.C. §§ 105(a), 363, AND 503(c)
FOR ENTRY OF AN ORDER (I)
APPROVING SHORT-TERM
INCENTIVE PLAN AND (II)**

**GRANTING RELATED RELIEF (ECF
NO. 782)**

CATHERINE E. WOLTERING declares as follows under penalty of perjury:

1. I am a partner at Baker & Hostetler, LLP ("**Baker Hostetler**"), proposed counsel to the Official Committee of Tort Claimants (hereafter, the "**TCC**") in the above captioned chapter 11 cases of PG&E Corporation and Pacific Gas and Electric Company (collectively, the "**Debtors**" or "**PG&E**"). I have personal knowledge of the facts stated herein except as to matters where I indicate otherwise, and as to those matters, I believe them to be true. If called upon to testify, I could and would competently do so. I make this declaration in support of the Ex Parte Application of the Official Committee of Tort Claimants Pursuant to B.L.R. 9013-1(c) for Entry of an Order Authorizing Oversize Briefing for Opposition of the Official Committee of Tort Claimants to Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 503(c) for Entry of an Order (I) Approving Short-Term Incentive Plan and (II) Granting Related Relief (the "**Application**"). The Application is filed concurrently herewith.

2. On March 6, 2019, the Debtors filed the Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 503(c) for Entry of an Order (I) Approving Short-Term Incentive Plan and (II) Granting Related Relief (ECF No. 782) (the "**STIP Motion**").

3. On March 12, 2019, the TCC filed its Initial Objection to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(A), 363, and 503(C) for Entry of an Order (I) Approving Short-Term Incentive Plan and (II) Granting Related Relief ("**Initial Objection**") (ECF No. 847). That same day, the TCC served notice on the Debtors that it sought to depose the two individuals submitting declarations in support of PG&E's Motion (the "**Declarations**"), Dinyar Mistry and Donald J. Friske (collectively, the "**Declarants**") on Monday March 18, 2019.

1 4. On Tuesday, March 19, 2019, the TCC took the deposition of Mistry and on
2 Thursday, March 21, 2019, the TCC took the deposition of Friske. The TCC seeks to file its
3 opposition to the STIP Motion (the “**Opposition**”).

4 5. Through the STIP Motion the Debtors seek permission to pay hundreds of millions
5 of dollars in bonus payments under the 2019 STIP, which would deplete the estate and reduce the
6 assets available to the 2017 and 2018 wildfire victims represented by the TCC. Given the
7 complexity of the case and in order to adequately address and respond to the issues with the STIP
8 Motion and incorporate the information gleaned from the noticed depositions, it will be necessary
9 for the TCC’s Opposition to exceed the 25-page limit. Through the Application, the TCC requests
10 entry of an order authorizing it to file an Opposition that exceeds 25 pages in length.

11 6. I do not believe that the relief requested herein will prejudice the Debtors or
12 interested parties, nor do I believe the relief requested on behalf of the TCC is extraordinary or
13 unreasonable in light of the circumstances.

14 7. The TCC therefore respectfully requests that the Court enter an order allowing the
15 TCC to file an opposition to the STIP Motion that exceeds 25 pages.

16 8. Prior to filing the Application, I, as well as my colleague, Robert Julian, contacted
17 proposed counsel for the Debtors to inquire whether Debtors would oppose or have no objection to
18 the relief sought therein. Proposed counsel for the debtors responded that “The Debtors take no
19 position on the TCC’s request.”

20 9. I declare under penalty of perjury that the foregoing is true and correct.

21
22 Executed this 27th day of March, 2019,
23 at San Francisco, California,

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25 CATHERINE E. WOLTERING
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